

POLICY ON NOMINATIONS AND ELECTIONS

VERSION 1.9

**CANADIAN INTERNET REGISTRATION AUTHORITY/
AUTORITÉ CANADIENNE POUR LES ENREGISTREMENTS INTERNET**

TABLE OF CONTENTS

SECTION 1 INTERPRETATION	2
SECTION 2 GENERAL.....	4
SECTION 3 NOMINATION COMMITTEE NOMINATION PROCESS.....	5
SECTION 4 MEMBERS' NOMINATION PROCESS.....	8
SECTION 5 ELECTION OF DIRECTORS	10
SECTION 6 NOMINATION COMMITTEE	12
SECTION 7 NOMINATION COMMITTEE CONFLICT OF INTEREST.....	13
SCHEDULE A: ELECTION RULES	
1. ELIGIBILITY	
2. MEMBERS' RIGHTS	
3. PERSONAL INFORMATION AND PRIVACY	
4. ELECTION OF DIRECTORS FROM FINAL SLATE OF CANDIDATES	
5. CALL FOR NOMINATION COMMITTEE NOMINEES	
6. CALL FOR MEMBERS' NOMINEES	
7. NOMINEE APPLICATION FORM	
8. MANDATORY QUESTIONS	
9. CONFLICT OF INTEREST	
10. WITHDRAWAL OF CANDIDACY	
11. CAMPAIGNING	
12. VOTING	
13. ELECTION RESULTS	
14. MONITORING THE ELECTION PROCESS	
SCHEDULE B: TERMS OF REFERENCE FOR THE RETURNING OFFICER	
SCHEDULE C: NOMINATION COMMITTEE MEMBER CONFLICT OF INTEREST AND CONFIDENTIALITY DECLARATION	

POLICY ON NOMINATIONS AND ELECTIONS

CANADIAN INTERNET REGISTRATION AUTHORITY/ AUTORITÉ CANADIENNE POUR LES ENREGISTREMENTS INTERNET

(the “Corporation”)

SECTION 1 INTERPRETATION

1.01 Definitions.

- (a) Subject to paragraph 1.01(b) and unless the context otherwise specifies or requires, the words and expressions used in this Policy shall have the following meanings:

“**Call for Members’ Nominees**” has the meaning set out in paragraph 4.01(a);

“**Call for Nomination Committee Nominees**” has the meaning set out in subsection 3.01;

“**Close of Call for Committee Nominees**” has the meaning set out in subsection 3.02;

“**Close of Call for Members’ Nominees**” has the meaning set out in paragraph 4.01(b);

“**Declaration Form**” has the meaning set out in subsection 7.04;

“**Election Rules**” means the election rules adopted by the Board from time to time and that are attached hereto as Schedule “A”;

“**Expired Seat**” has the meaning set out in paragraph 5.02(b);

“**Final Candidates’ Slate**” has the meaning set out in subsection 4.06;

“**Final Members’ Slate**” has the meaning set out in paragraph 4.05(a);

“**Final Nomination Committee Slate**” has the meaning set out in subparagraph 3.03(a)(i);

“**Financial Association**” has the meaning set out in the By-laws;

“**Member**” or “**Members**” shall be defined as that term is defined in CIRA’s By-law No. 1 and “**Membership**” has a corresponding meaning;

“Member of the Nomination Committee” means a member of the Nomination Committee appointed from time to time in accordance with the By-laws;

“Members’ Candidates” means those Members’ Nominees who have been included on the Final Members’ Slate in accordance with subsection 4.05;

“Members’ Nominees” has the meaning set out in paragraph 4.01(b);

“Membership Representative” means the Authorized Representative of the Registrant who has been authenticated in accordance with the Policy on Membership;

“Nomination Committee” means the Nomination Committee appointed in accordance with the By-laws;

“Nomination Committee Candidates” means those Nomination Committee Nominees who have been included on the Final Nomination Committee Slate in accordance with subsection 3.03;

“Nomination Committee Conflict of Interest” means any situation in which Members of the Nomination Committee could favour their interests or those of persons with whom they are connected (e.g. immediate family members including the immediate family members of the partner of a Member of the Nomination Committee), friends, colleagues, business associates) to the detriment of the interests of the Corporation. A conflict of interest may be of a financial, moral, psychological, or professional nature;

“Nomination Committee Nominees” means those individuals whose names are obtained as a result of the Call for Nomination Committee Nominees, as well as such other names of individuals as have been brought to the attention of the Nomination Committee other than through the Call for Nomination Committee Nominees;

“Posting of Members’ Nominees” has the meaning set out in subsection 4.03;

“Prohibited Financial Association” means a Financial Association between a Member of the Nomination Committee and;

- (A) any other Member of the Nomination Committee; or
- (B) a Director (except a Director whose term as a Director will expire at the next Election of Directors and who is not entitled to be re-elected to the Board or, a Director who irrevocably waived her right to run for re-election to the Board at the next Election of

Directors).

“Replacement Seat” has the meaning set out in section 5.02(b);

“Shows of Support” has the meaning set out in subparagraph 4.04(a).

(b) All other words and expressions used in this Policy shall have the same meaning as in By-law No. 1 of the Corporation.

1.02 Interpretation. This Policy shall be, unless the context otherwise requires, construed and interpreted in accordance with the interpretation provisions of the Corporation’s By-laws. In the event of a conflict between the provisions of this Policy and the provisions of the By-laws, the provisions of the By-laws shall govern.

SECTION 2 GENERAL

2.01 Purpose. Subject to any other provision herein and of the By-laws, the process for nominating Nomination Committee Candidates and Members’ Candidates and for electing Directors shall be carried out in accordance with the By-laws, this Policy and with the Election Rules.

2.02 Dates of Annual General Meetings and Election of Directors. The Board shall set out the dates of the Annual General Meeting of the Corporation and the Election Period at least seven (7) months in advance. The Corporation shall publish on the Corporation’s website the dates of the Annual General Meeting of the Corporation and the Election Period at least six (6) months in advance of the Annual General Meeting and the Election Period. For greater certainty, the approval by the Board of the dates of the Election Period and the recording of the Board’s approval in the Board minutes shall not constitute a publication for the purposes of this Policy.

2.03 Nomination Phases. The Corporation’s nomination process shall be carried out in two (2) phases. The first phase shall consist of the Nomination Committee Nomination Process described in Section 3 of this Policy and the second phase shall consist of the Members’ Nomination Process described in Section 4 of this Policy.

2.04 Returning Officer. The Returning Officer shall carry out her duties in accordance with the terms of reference that are attached hereto as Schedule “B”.

2.05 One individual – One vote. The principle of “one individual – one vote”, as defined in the Policy on Membership, will apply to the Election of Directors.

2.06 Election Privileges. No person, Member or Membership Representative may take any action that is exclusive to Members or Membership Representatives during the Election of Directors, including Members’ nominations, Shows of Support, and voting, if they know or ought to know that they are not qualified or entitled to take such action.

SECTION 3
NOMINATION COMMITTEE NOMINATION PROCESS

- 3.01 Call for Nomination Committee Nominees. Each year there shall be a public call to solicit names of individuals who are interested in becoming Nomination Committee Directors of the Corporation (the “Call for Nomination Committee Nominees”).
- 3.02 Applications of Nomination Committee Nominees.
- (a) The Call for Nomination Committee Nominees shall set out a date by which individuals who are interested in becoming Directors of the Corporation shall complete an application form, in a manner prescribed by the Corporation, as prescribed in the Election Rules (the “Close of Call for Committee Nominees”), to be delivered to the Nomination Committee. Interested individuals shall also be required to submit other materials, including but not limited to, a resume by the deadline specified by CIRA. Interested individuals may also submit a cover letter to the Nomination Committee as part of their application.
 - (b) The Close of Call for Committee Nominees shall be no more than fourteen (14) days after the publication of the Call for Nomination Committee Nominees.
 - (c) Nomination Committee Nominees being considered by the Nomination Committee shall also be required to submit a declaration regarding conflicts of interest and financial associations by the deadline specified by CIRA. The declaration regarding conflicts of interest and financial associations shall be treated as confidential by the Corporation, and shall only be used by the Returning Officer for the purposes of determining whether a conflict of interest and/or financial association exist pursuant to section 3.03(b)(iii).
- 3.03 Slate of Nomination Committee Candidates.
- (a) On a date that shall be no more than forty-five (45) days after the Close of Call for Committee Nominees, the Nomination Committee shall:
 - (i) using the names of Nomination Committee Nominees, select a final slate of Nomination Committee Candidates for election to the Board (the “Final Nomination Committee Slate”); and
 - (ii) deliver to the Board, for information purposes only, the Final Nomination Committee Slate by submitting that slate to the *ex officio* member of the Nomination Committee appointed in accordance with the By-laws.
 - (b) In preparing the Final Nomination Committee Slate, the Nomination Committee shall:
 - (i) strive to ensure experienced, knowledgeable and diverse participation in the Corporation by putting forth Nomination Committee Candidates who support the Corporation’s objects and mission. The Final Nomination

Committee Slate shall include Nomination Committee Candidates who:

- (A) have significant relevant corporate and/or organizational governance experience;
 - (B) provide necessary professional expertise; and
 - (C) are consistent with the diverse make up of the Canadian population.
- (ii) ensure that the Final Nomination Committee Slate has a number of Nomination Committee Candidates not less than 150% of the number of Nomination Committee Director seats that will be vacant at the date of the next Election of Directors, (e.g., 3 Nomination Committee Candidates for every 2 Nomination Committee Director vacancies) and no more than 3 Nomination Committee Candidates for every such seat that will be vacant (e.g., if there are 2 Nomination Committee Director vacancies, the Final Nomination Committee Slate shall not have more than 6 Nomination Committee Candidates); and
- (iii) include only the names of Nomination Committee Nominees who have delivered to the Nomination Committee the materials described in subsection 3.02 and who have declared that they are not in, and who in fact are not in:
- (A) a conflict of interest with
 - 1) the Corporation as set out in the Corporation's Policy on Conflicts of Interest,
 - 2) any Director, nor with
 - 3) any other Nomination Committee Nominee,which interferes, or is likely to interfere, with their capacity to fully and freely perform their duties as a Director (all subject to the provisions and procedures of the Corporation's Directors' Code of Conduct and Policy on Conflicts of Interest and Financial Associations), including without limitation, their fiduciary obligations; and
 - (B) financial association with any Director nor with any other Nomination Committee Nominee, in accordance with the Corporation's Directors' Code of Conduct and Policy on Conflicts of Interest and Financial Associations policy.
- (c) In calculating the number of Nomination Committee Candidates to be included on the Final Nomination Committee Slate in accordance with subparagraph

3.03(b)(ii), the Nomination Committee shall use the number of Nomination Committee Director seats that will be vacant, as at the date on which the Nomination Committee finalizes the Final Nomination Committee Slate. If any additional vacancy occurs in a Nomination Committee Director seat after that date, the Nomination Committee may, at its discretion, add additional Nomination Committee Candidates to the Final Nomination Committee Slate in accordance with paragraph 3.03(b).

(d) Any individual who is or was a Member of the Nomination Committee is not eligible to be a Nomination Committee Nominee nor a Member Nominee unless that individual has ceased to be a Member of the Nomination Committee for at least one (1) year prior to the first day of the Election Period in which she is seeking to be elected as a Director.

3.04 Final Nomination Committee Slate. The Final Nomination Committee Slate shall be made available to Members no more than three (3) days after it is submitted to the Board in accordance with subparagraph 3.03(a)(ii).

3.05 Resubmission of Nominees. Any Nomination Committee Nominee who meets the Director qualifications set out in the By-laws and who was not selected for the Final Nomination Committee Slate may submit her name as part of the Members' Nomination Process, described in Section 4 below.

3.06 Candidates on One Slate Only. Any Nomination Committee Nominee who was selected for the Final Nomination Committee Slate, and who agrees to stand for election on that slate, cannot submit her name as part of the Members' Nomination Process, described in Section 4 below.

3.07 Board Assessment. Each year, the Board, through the Chairs of the Board and of the Governance Committee, may provide a written report to the Nomination Committee that assesses the CIRA Board's view as to the extent to which the Board has met the criteria set out in subparagraph 3.03(b)(i). Any such report shall identify any deficiencies with respect to the foregoing and any recommendations as to how those deficiencies can be corrected. Following receipt of such report, the Nomination Committee may discuss such report with the Chair of the Board and the Chair of the Governance Committee. The Nomination Committee shall take into consideration any such report and discussions when recruiting Nomination Committee Nominees and selecting Nomination Committee Candidates for the next Election of Directors.

3.08 Nomination Committee. Each year, the Nomination Committee may at its discretion, consistent with a reasonable budget, retain an independent, third party to provide assistance and/or insight as the Nomination Committee deems appropriate to discharge its responsibilities. Upon request, the Nomination Committee will provide to the Board, and discuss with the Chair of the Board and the Chair of the Governance Committee, any report prepared hereunder.

SECTION 4
MEMBERS' NOMINATION PROCESS

4.01 Call for Members' Nominees.

- (a) Each year, a Members' call for Members' Nominees shall be published on a date not to be more than seven (7) days after the date on which the Final Nomination Committee Slate is made available to Members in accordance with subsection 3.04 (the "Call for Members' Nominees").
- (b) The Call for Members' Nominees shall set out a date, which date shall not be more than fourteen (14) days after the publication of the Call for Members' Nominees (the "Close of Call for Members' Nominees"), by which the Returning Officer shall have received completed application forms, in a manner prescribed by the Corporation, from individuals interested in becoming Directors of the Corporation ("Members' Nominees").

4.02 Applications of Members' Nominees. During the Members' Nomination Period but by no later than the Close of Call for Members' Nominees, the Returning Officer shall receive a completed application form, in a manner prescribed by the Corporation, from each Members' Nominee as prescribed in the Election Rules. Members' Nominees shall be required to submit a resume as part of their application. Members' Nominees shall also be required to submit other materials, including but not limited to, a declaration regarding conflicts of interest and financial associations by the deadlines specified by CIRA. The declaration regarding conflicts of interest and financial associations shall be treated as confidential by the Corporation, and shall only be used by the Returning Officer for the purposes of determining whether a conflict of interest and/or financial association exist pursuant to section 4.03(ii).

4.03 Posting of Members' Nominees. On a date which shall not be more than fourteen (14) days following the Close of Call for Members' Nominees, the names of the following Members' Nominees shall be posted on the Corporation's website (the "Posting of Members' Nominees") for the purpose of seeking Shows of Support from Members:

- (i) the names of the Members' Nominees who have duly submitted the completed application form to the Returning Officer by no later than the Close of Call for Members' Nominees and who have duly submitted the completed materials described in subsection 4.02;
- (ii) the names of the Members' Nominees who have declared that they are not in and who in fact are not in:
 - (A) a conflict of interest with
 - 1) the Corporation as set out in the Corporation's Policy on Conflicts of Interest,
 - 2) any Director, nor with

- 3) any other Nomination Committee Nominee or Members' Nominee, which interferes, or is likely to interfere, with their capacity to fully and freely perform their duties as a Director (all subject to the provisions and procedures of the Corporation's Directors' Code of Conduct and Policy on Conflicts of Interest and Financial Associations), including without limitation, their fiduciary obligations; and
- (B) financial association with any Director, nor with any other Nomination Committee Nominee or Members' Nominee, in accordance with the Corporation's Directors' Code of Conduct and Policy on Conflicts of Interest and Financial Associations policy.

4.04 Shows of Support.

- (a) During the fourteen (14) day period following the Posting of Members' Nominees, Members may show their support for Members' Nominees ("Shows of Support"). For each Election of Directors, Members may cast only one (1) Show of Support for each vacant Members' Director seat, in accordance with the Election Rules.
- (b) Once submitted, a Show of Support cannot be revoked.

4.05 Slate of Members' Candidates.

- (a) Using the names of Members' Nominees, the Returning Officer shall prepare a final slate of Members' Candidates for election to the Board (the "Final Members' Slate") in accordance with paragraph 4.05(b).
- (b) In preparing the Final Members' Slate, the Returning Officer shall include only the names of the Members' Nominees:
- (i) who completed the obligations set forth in subsection 4.03 and whose names were accordingly posted in the Posting of Members' Nominees; and
- (ii) who have received at least twenty (20) valid Shows of Support by no later than the end of the period in which Members may submit their Shows of Support.

4.06 Published Final Candidates' Slate. No more than seven (7) days following the end of the period in which Members may submit their Shows of Support in accordance with paragraph 4.04(a), the Returning Officer shall prepare and make available to the Members a final slate of candidates consisting of the Final Members' Slate and of the Final Nomination Committee Slate (the "Final Candidates' Slate").

SECTION 5
ELECTION OF DIRECTORS

5.01 Election Rules. The election of Directors from the Final Candidates' Slate shall take place in accordance with the By-laws and the Election Rules.

5.02 Ranking of Elected Directors.

(a) At each Election of Directors there shall be an election of Members' Directors from a slate of Members' Candidates and of Nomination Committee Directors from a slate of Nomination Committee Candidates to fill vacant Elected Director seats, as prescribed in the Policy on Nominations and Elections and the Election Rules.

(b) At each Election of Directors there shall be vacancies to be filled due to the expiry of one or more Elected Directors' term(s) (each an "Expired Seat"). There may also be vacancies to be filled due to the resignation or removal of one or more Elected Directors prior to the end of their term (each a "Replacement Seat"). Expired Seats and Replacement Seats shall be filled in accordance with paragraphs 5.02(c), and (d).

(c) At the end of each Election Period the Elected Directors shall be declared as those having received a plurality of votes in accordance with the following:

(i) Nomination Committee Directors:

(A) Each Expired Seat to be vacated by a Nomination Committee Director shall be filled with the Nomination Committee Candidates who received the most number of votes.

(B) Then, each of the Replacement Seats (Nomination Committee Directors) vacated, if any, shall be filled as follows: The Replacement Seat (Nomination Committee Director) with the most number of years left in its term (that being the number of years otherwise remaining in the term of the Nomination Committee Director) shall be filled by the Nomination Committee Candidate who received the next highest plurality of votes.

(C) Ties, if any, for an Expired Seat or a Replacement Seat (Nomination Committee Director) shall be settled in accordance with paragraph 5.02(d).

(ii) Members' Directors:

(A) Each Expired Seat to be vacated by a Members' Director shall be filled with the Member Candidates who received the most number of votes.

- (B) Then, each of the Replacement Seats (Members’ Directors) vacated, if any, shall be filled as follows: The Replacement Seat (Members’ Director) with the most number of years left in its term (that being the number of years otherwise remaining in the term of the Members’ Director) shall be filled by the Member Candidate who received the next highest plurality of votes.
- (C) Ties, if any, for an Expired Seat or a Replacement Seat (Members’ Director) shall be settled in accordance with paragraph 5.02(d).
- (d) Ties, if any, between any two (2) or more candidates where such tie is relevant to the determination of the outcome of the Election of Directors with respect to one (1) or more Expired Seats or Replacement Seats, shall be settled by a random draw of names of the candidates so tied, under the supervision of the Returning Officer. The candidate whose name is drawn first shall be deemed to have received the highest number of votes, the candidate whose name is drawn second shall be deemed to have received the second highest number of votes and so on.
- (e) The ranking process can be illustrated by the following hypothetical example:

Hypothetical Vacant Seat Allocations

Vacancies to be filled at the Election of Directors	Members’ Directors	Nomination Committee Directors
Expired Seat(s)	1 (3 year term)	3 (3 year terms)
Replacement Seat(s)	1 (with 2 years left on term) 1 (with 1 year left on term)	1 (with 2 years left on term) 1 (with 1 year left on term)

Members’ Candidates				Nomination Committee Candidates			
Candidate “A”	700 votes	1 st place	elected to the single Expired Seat (3 yrs)	Candidate “V”	725 votes	1 st place	elected to an Expired Seat (3 yrs)
Candidate “B”	675 votes	2 nd place	elected to Replacement Seat (2 yrs)	Candidate “W”	650 votes	2 nd place	elected to an Expired Seat (3 yrs)
Candidate “C”	625 votes	3 rd place	elected to Replacement Seat (1 yr)	Candidate “X”	575 votes	3 rd place	elected to an Expired Seat (3 yrs)
Candidate “D”	550 votes	4 th place	not elected	Candidate “Y”	500 votes	4 th place	If Candidate “Y”’s name is first drawn, she is elected to Replacement Seat (2 yrs)
Candidate “E”	475 votes	5 th place	not elected	Candidate “Z”	500 votes	4 th place	If Candidate “Z”’s name is not drawn first, she is elected to Replacement Seat (1 yr)

- f) Within a reasonable period of time following the tabulation of the results of the Election of Directors, the Corporation shall notify the Members of the results.

Posting of the results of the Election of Directors on the Corporation's website shall constitute sufficient notice to Members for this purpose.

SECTION 6 NOMINATION COMMITTEE

- 6.01 Appointment. The Members of the Nomination Committee shall be appointed by the Board by no later than the date of the Call for Nomination Committee Nominees.
- 6.02 Number of Meetings. The Nomination Committee shall meet at least twice in the six (6) month period preceding each Election of Directors.
- 6.03 Notice of Meetings. Notices of meetings of the Nomination Committee may be delivered to each Member of the Nomination Committee personally, sent by prepaid mail or sent by electronic means such as e-mail or facsimile at such person's latest address as shown in the records of the Corporation. Notice of any meeting that is given electronically shall be served in the manner herein provided not less than forty-eight (48) hours before the meeting is to take place. Notice of any such meeting that is sent by mail shall be served not less than fourteen (14) days before the meeting is to take place. A Member of the Nomination Committee may in any manner and at any time waive these notice provisions. Attendance of a Member of the Nomination Committee at a meeting of the Nomination Committee shall constitute a waiver of notice of the meeting except where a Member of the Nomination Committee attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully constituted.
- 6.04 Quorum. A quorum at any meeting of the Nomination Committee shall be a majority of Members of the Nomination Committee.
- 6.05 Chair of the Nomination Committee. The Nomination Committee shall annually or more often as may be required, appoint from among themselves a chair of the Committee who shall, when present, preside at all meetings of the Nomination Committee. The chair of the Nomination Committee shall be appointed by a majority of the Members of the Nomination Committee. In the event the chair of the Nomination Committee is absent, the Members of the Nomination Committee who are present and entitled to vote shall choose another Member of the Nomination Committee as chair of the meeting.
- 6.06 Mode of Holding Meetings.
- (a) The Nomination Committee may meet:
 - (i) in person;
 - (ii) by teleconference; or
 - (iii) by other electronic means that permit each director to communicate adequately with each other, provided that each Member of the Nomination Committee has equal access to the specific means of communication to be

used and each Member of the Nomination Committee has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

- (b) Where a meeting of the Nomination Committee is held by teleconference or by other electronic means, a Member of the Nomination Committee participating at such meeting by teleconference or by other electronic means shall be deemed, for the purposes of this Policy, to be present in person.

6.07 Affairs of the Committee.

- (a) The meetings of the Nomination Committee shall be conducted in accordance with *Wainberg's Society Meetings*, unless adherence to such rules of order is, in the discretion of the chair of the meeting, impractical or contrary to this Policy or the By-laws.
- (b) Subject to the By-laws, this Policy, other policies and rules of the Corporation, and any resolution of the Board of Directors, the Nomination Committee may otherwise meet for the transaction of business, adjourn and otherwise regulate its meetings, as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.

6.08 Remuneration. Members of the Nomination Committee shall receive no remuneration for serving as such, but may be reimbursed for reasonable expenses incurred in the exercise of their duties.

SECTION 7 NOMINATION COMMITTEE CONFLICT OF INTEREST

7.01 Deliberations. A Member of the Nomination Committee shall abstain from any deliberations of the Nomination Committee pertaining to:

- (a) potential Board candidates who are relatives, friends, colleagues or business associates; or
- (b) any other issue that would give rise to a real or perceived Nomination Committee Conflict of Interest and/or Prohibited Financial Association.

7.02 No Vote. A Member of the Nomination Committee who is required to abstain from the deliberations referred to in subsection 7.01 shall leave the room or otherwise absent herself from the deliberations while such deliberations are in progress, and no such Member of the Nomination Committee shall vote on any resolution adopted with respect thereto, provided that such Member of the Nomination Committee shall be counted for the purposes of quorum.

7.03 Disclosure.

- (a) A Member of the Nomination Committee shall forthwith disclose to the Returning

Officer any real or perceived Nomination Committee Conflict of Interest and/or Prohibited Financial Association.

- (b) In cases of uncertainty as to the existence of a Nomination Committee Conflict of Interest or a Prohibited Financial Association, the Member of the Nomination Committee shall discuss the situation with the Nomination Committee which may settle the question or refer the matter to the Board. Notwithstanding the foregoing, any decision made by the Nomination Committee with respect to the existence of a Nomination Committee Conflict of Interest or a Prohibited Financial Association, may be reviewed and overturned by the Board.
- (c) A Member of the Nomination Committee may be removed by resolution of the Board if it is determined that she is in a Nomination Committee Conflict of Interest and/or Prohibited Financial Association.

7.04 Declaration.

- (a) Each Member of the Nomination Committee shall complete and sign a Committee Member Conflict of Interest and Confidentiality Declaration in the form attached hereto as Schedule “C” (“Declaration Form”).
- (b) The signed Declaration Form of each Member of the Nomination Committee shall be delivered to the Corporation’s Corporate Counsel prior to the commencement of the first meeting of the Nomination Committee.
- (c) If, after signing a Declaration Form, any circumstances arise which potentially would constitute a Nomination Committee Conflict of Interest, a Prohibited Financial Association or a violation of this Policy, a new Declaration Form must be completed.

2018 ELECTION RULES

Introduction

These rules will govern the Election of Directors by Members, of individuals for vacant Elected Director seats to be filled in the 2018 Election of Directors.

These rules incorporate some provisions of CIRA's By-law No. 1 and Policy on Nominations and Elections which apply to the Director nomination process and Election of Directors. If there is any conflict between these rules, the By-law and/or Policy provisions, the latter two, as the case may be, shall govern.

Unless otherwise specified, the words and expressions used in these rules shall have the same meaning as in By-law No. 1.

1. Eligibility

1.1 To be eligible to be a Member Nominee or a Nomination Committee Nominee and ultimately a Director (if elected), an individual shall:

- (i) consent to be a Nominee, a Candidate and if elected, a Director; and
- (ii) on the day the Election Period begins, meet the "Qualification" requirements defined in subsection 3.03 of CIRA's By-law No. 1.

1.2 CIRA Directors are not required to be Members of CIRA.

1.3 Current Directors are eligible, if qualified, for re-election.

2. Members' Rights

2.1 Who is a Member. Membership in CIRA shall be as set out in CIRA's Bylaw No. 1.

2.2 Membership Representative. Members who are not individuals shall appoint a Membership Representative, (the Authorized Representative of the Registrant who has been authenticated in accordance with the Policy on Membership) to participate in the election process on their behalf.

2.3 Authentication. CIRA may employ a security or authentication system requiring some form of verification from Members or Membership Representatives during any stage of the Election of Directors.

2.4 One individual – One vote. The principle of "one individual – one vote", as defined in the Policy on Membership, will apply to the Election of Directors.

3. Personal Information and Privacy

- 3.1 Without the email consent of the Member Nominees or Nomination Committee Nominees, CIRA will not give out the postal or email addresses and telephone numbers of any Member Nominee or Nomination Committee Nominee to any person other than CIRA employees or agents who are involved in the carrying out of the Election of Directors, unless required by law to do so.

4. Election of Directors from Final Slate of Candidates

- 4.1 At the 2018 Election of Directors, three (3) Nomination Committee Directors shall be elected from the Final Nomination Committee Slate and one (1) Member Director shall be elected from the Final Members' Slate. All Directors shall be elected for three (3) year terms.

5. Call for Nomination Committee Nominees

- 5.1 A notice of the Call for Nomination Committee Nominees shall be posted on June 5, 2018.
- 5.2 The Nomination Committee Nomination Period shall be between 2 p.m. ET June 5, 2018 and 2 p.m. ET June 19, 2018.
- 5.3 During the Nomination Committee Nominee Period, anyone may apply to be a Nomination Committee Nominee by completing the application form available on CIRA's website.
- 5.4 Every individual applying to be a Nomination Committee Nominee must submit a fully completed Nomination Committee Nominee Application form in accordance with Rule 7 of the Election Rules, before 2 p.m. ET on June 19, 2018. Receipt of the Nominee Application form will be confirmed. Interested parties may submit a cover letter to the Nomination Committee as part of their application. Interested parties shall also be required to submit a resume by the deadline specified by CIRA. Interested parties being considered by the Nomination Committee shall also be required to submit a declaration regarding conflicts of interest and financial associations by the deadline specified by CIRA. It is the responsibility of the interested parties to ensure that all these materials are received on time and are complete.
- 5.5 The Nomination Committee may also identify potential Nomination Committee Nominees, by any other means the Nomination Committee considers appropriate, including taking positive steps to recruit Nomination Committee Nominees. Those individuals can apply to be a Nomination Committee Nominee by submitting the completed materials described in Section 5.4.
- 5.6 The Nomination Committee will prepare a Final Nomination Committee Slate. The Final Nomination Committee Slate shall have a number of Nomination Committee Candidates not less than 150% of the number of Nomination Committee Director seats (e.g. 3 Nomination Committee Candidates for every 2 vacant Nomination Committee Director

seats) and no more than 3 Nomination Committee Candidates for every such seat that will be vacant (e.g. if there are 2 Nomination Committee Director vacancies, the Final Nomination Committee Slate shall not have more than 6 Nomination Committee Candidates).

- 5.7 On or before August 2, 2018, the Final Nomination Committee Slate will be posted on the CIRA website. Each Nomination Committee Candidate's information statement, answers to mandatory questions, and resume will also be posted in the language(s) in which they are received.
- 5.8 Only the names of the Nomination Committee Nominees who have duly submitted the Nominee Application form and the completed materials described in Section 5.4 shall be considered by the Nomination Committee to be included on the Final Nomination Committee Slate as Nomination Committee Candidates.

6. Call for Members' Nominees

- 6.1 A notice of the Call for Members' Nominees shall be posted on CIRA's website on August 2, 2018.
- 6.2 The Member Nomination Period shall be between 2 p.m. ET August 2, 2018 and 2 p.m. ET August 16, 2018.
- 6.3 During the Member Nomination Period, any Member may apply to be a Member Nominee by completing the application form available on CIRA's website.
- 6.4 Every Member applying to be a Member Nominee must submit a fully completed Member Nominee Application form in accordance with Rule 7 of the Election Rules, to the Returning Officer. The Nominee Application form must be received by CIRA before 2 p.m. ET on August 16, 2018 for the individual's name to be posted on the CIRA website as a Member Nominee. Receipt of the Nominee Application form will be confirmed. Interested parties shall also be required to submit a resume as part of their application, which will be posted on the CIRA website. Interested parties shall also be required to submit a declaration regarding conflicts of interest and financial associations by the deadlines specified by CIRA. It is the responsibility of the interested parties to ensure that these materials are received by the Returning Officer on time and are complete.
- 6.5 On August 30, 2018, CIRA will post on its website the names, information statements, answers to Mandatory Questions, and resumes of all the Members' Nominees for whom it received the completed materials described in Section 6.4 before the stated deadlines.
- 6.6 Members will be able to give Shows of Support to Members' Nominees at any time between 2 p.m. ET August 30, 2018 and 2 p.m. ET September 13, 2018. The order in which the names of the Members' Nominees will appear on the Shows of Support ballot will be random.

- 6.7 For the name of a Member Nominee to be included in the Final Members' Slate and included on the election ballot, at least twenty (20) different CIRA Members must show support for that Member Nominee. This means that, by no later than 2 p.m. ET September 13, 2018, at least twenty (20) CIRA Members must be recorded as showing support for the Member Nominee.
- 6.8 Once submitted, a Show of Support cannot be revoked.
- 6.9 Member Nominees who are Members may show support for themselves.
- 6.10 The number of Shows of Support received by each Member Nominee will be posted on the CIRA website on September 20, 2018.
- 6.11 The name of every Members' Nominee who has received the required number of Shows of Support and who has met the other eligibility requirements described in CIRA's Policy on Nominations and Elections shall be included on the Final Members' Slate as a Member Candidate and on the election ballot.
- 6.12 The Returning Officer shall inform every Member Nominee of whether she will be included on the Final Members' Slate as a Member Candidate before the Slate is posted on the CIRA website.

7. Nominee Application Form

- 7.1 The Nominee Application Form of each Nomination Committee Nominee and Member Nominee shall consist of:
- (i) An information statement in French, English or both* no longer than 2000 words in each language indicating why she should be elected as a CIRA Director and including relevant biographical information. This statement may point to a website where further information is available about the individual; and
 - (ii) answer(s) to Mandatory Question(s), in French, English or both* no longer than 500 words per question, as per section 8; and
 - (iii) a resume (mandatory for both Nomination Committee Nominees and Member Nominees);
 - (iv) a cover letter to the Nomination Committee (optional for Nomination Committee Nominees);
 - (v) email address, postal address and current daytime telephone number; and
 - (vi) consent and agree to the following text:

* CIRA will not translate any statement.

- (1) I consent to serve as a Director of CIRA if elected.
- (2) I agree to abide by the 2018 CIRA Election Rules.
- (3) I certify that:
 - i On or before September 27, 2018, I will be at least eighteen years of age, have the power to contract and will be a Canadian citizen or permanent resident as defined in the *Immigration and Refugee Protection Act* (Canada);
 - ii I will have resided in Canada for more than 183 days between September 27, 2017 and September 27, 2018;
 - iii If elected, I will comply with CIRA's By-laws, Policies and Rules, including (but not limited to) CIRA's Code of Conduct and Policy on Conflicts of Interest and Financial Associations; and
 - iv I agree to the reasons for disclosure as noted in the 2018 CIRA Election Rules and consent to have my name, information statement, answer(s) to Mandatory Question(s), resume, number of support votes received, and, if applicable, notice of withdrawal or resignation, and number of election votes posted on the CIRA website.
- (4) I do hereby certify, agree and acknowledge that:
 - i CIRA runs an Online Campaign Forum which is available to all CIRA Members as well as Candidates for election to CIRA's Board of Directors and the general public (the "Forum").
 - ii The purpose of the Forum is to permit the unrestricted dissemination and expression of questions, views and comments regarding the election by Members as well as to elicit a response to such matters by those seeking to be elected. Such questions, comments, expression of views typically relate to the suitability of any Candidate for office as well as to any issue affecting the potential governance of CIRA or any of its activities or matters affecting it generally.
 - iii I acknowledge that all postings to the Forum are made directly and automatically by Members or users of it and that CIRA does not and will not read, review, vet or otherwise assess the content of any posting in advance of

its appearance on the Forum. I also acknowledge that postings to the Forum may be shared by Members or users of the Forum on social media.

- iv I acknowledge that CIRA retains the sole and absolute, unfettered discretion to remove any and all postings which do not comply with the Rules of Use of the Forum, and Election Rules. I further acknowledge that CIRA does not warrant, undertake or assure me or anyone that it will remove any posting after it is posted.
- v As a Candidate, I am entitled to and expected to respond to the comments, questions and views posted on the Forum by its members.
- vi I recognize that from time to time postings to the Forum may or could be false, defamatory of me or otherwise injurious to me, my reputation or personal or other interests of any kind.
- vii I hereby expressly waive any claim or claims for damages, interests, costs or for any sums that I have or may have against CIRA or its officers, directors, servants, agents or employees for the publication or republication (including the refusal to remove or the removal) on or from the Forum or on social media of any posting of the kind described in paragraph (vi) hereof.
- viii I hereby agree to indemnify and hold CIRA and its officers, directors, employees, servants or agents harmless from and against any or all claims, actions or demands for damages, interest, costs or any sums asserted by any person as a result of the publication or republication, including the refusal to remove or the removal of any posting on or from the Forum or on social media (including those which are my own), whether or not it is caused by the fault, negligence, recklessness or carelessness of CIRA or as a result of the breach of any duty or obligation by it, statutory or otherwise.

7.2 CIRA reserves the right not to post any information statement, answers to Mandatory Questions (as such term is defined in Section 8.1 below) or any part thereof, which is not approved by the Returning Officer and which in her opinion and sole and absolute discretion:

- (i) contains abusive language, personal attacks, threats directed to a particular person or commercial solicitations; or
- (ii) may defame any person, contravene any applicable law, infringe any of CIRA's trademarks or any of CIRA's other proprietary rights, or contains any material which the general public may find offensive or which may negatively impact the integrity of the Election.

7.3 If an information statement, answers to Mandatory Questions, or part thereof, are not posted for the reasons described in Rule 7.2, the Returning Officer shall notify the Nominee or Candidate in question of her decision by email as quickly as possible.

8. Mandatory Questions

8.1 The Nomination Committee shall prepare question(s) to be answered by all parties interested in becoming Nomination Committee Nominees and Member Nominees ("Mandatory Questions").

9. Conflict of Interest

9.1 The Returning Officer shall be responsible for determining whether any conflict of interest exists between any Nomination Committee Candidate and/or any Member Nominee and:

- a) The Corporation as set out in the Corporation's Policy on Conflicts of Interest;
- b) Any Director; and/or
- c) Any other Nomination Committee Candidate or Member Nominee

which interferes, or is likely to interfere with their capacity to fully and freely perform their duties as a Director, (all subject to the provisions and procedures of the Corporation's Directors' Code of Conduct and Policy on Conflicts of Interest and Financial Associations), including, without limitation, their fiduciary obligations.

9.2 The Returning Officer shall also be responsible for determining whether any Financial Association exists between any Nomination Committee Candidate and/or any Member Nominee and any Director and between:

- (i) two (2) or more Nomination Committee Candidates;
- (ii) two (2) or more Member Nominees; or
- (iii) one (1) or more Nomination Committee Candidates and one (1) or more Member Nominees.

9.3 The Returning Officer shall be entitled to exclude a Nomination Committee Candidate from the Final Nomination Committee slate, or to exclude a Member Nominee's name

from being posted on the Corporation's website for the purposes of seeking Shows of Support if it is determined that the Nomination Committee Candidate, or the Member Nominee, as the case may be, A) has a Conflict of Interest with the Corporation as set out in the Corporation's Policy on Conflict of Interest, or with any Director which interferes, or is likely to interfere, with their capacity to fully perform their duties as a Director, (all subject to the provisions and procedures of the Corporation's Directors' Code of Conduct and Policy on Conflicts of Interest and Financial Associations) including without limitation, their fiduciary obligations; and/or B) is in Financial Association with any Director.

- 9.4 In the event the Returning Officer determines that a Conflict of Interest or a Financial Association exists between two (2) or more Nomination Committee Nominees, the issue shall be settled by a random draw of names of those Nomination Committee Nominees. The person whose name is so drawn shall be included on the Final Nomination Committee Slate.
- 9.5 In the event the Returning Officer determines that a Conflict of Interest or a Financial Association exists between two (2) or more Member Nominees, the Member Nominee with the least Shows of Support shall not be included on the Final Member Slate. In the event the Member Nominees that are in a Conflict of Interest or Financial Association have obtained the same number of Shows of Support, the issue shall be settled by a random drawn of names of those Member Nominees. The person whose name is so drawn shall be included on the Final Members' Slate.
- 9.6 In the event the Returning Officer determines that a Conflict of Interest or a Financial Association exists between one (1) or more Nomination Committee Candidates and one (1) or more Member Nominees, the name of the Member Nominee who is in a Conflict of Interest or a Financial Association shall not be entitled to be included on the Final Members' Slate.

10. Withdrawal of Candidacy

- 10.1 Any Nominee or Candidate may withdraw her name before the voting period starts by sending a letter by regular mail, by courier, by email or by fax to: CIRA Returning Officer, 979 Bank Street, Suite 400, Ottawa, Ontario, K1S 5K5, fax number 1-800-285-0517, email: electionro@cira.ca to the attention of the Returning Officer. Any Nominee or Candidate who withdraws her name by sending a letter by email, must do so from the email address CIRA has on file for that Nominee or Candidate. The letter must reach the Returning Officer before noon ET September 21, 2018. Following receipt of the letter, the Returning Officer will post a notice of withdrawal on the CIRA website and delete the individual's information statement, answers to Mandatory Questions, and resume from the site. Candidates wishing to withdraw from the election process after noon ET September 21, 2018 shall wait until the Election results are posted on the CIRA website and then send a notice to the Returning Officer and the Corporate Secretary to the address listed above. Candidates who have been elected and wish to resign may do so in accordance with CIRA's By-law No. 1.

11. Campaigning

- 11.1 The Final Nomination Committee Slate, the Final Members' Slate and the Candidate's information statements will be posted on the CIRA website on September 20, 2018.
- 11.2 CIRA will provide an online Campaign Forum allowing persons to submit questions that may be answered by the Candidates. The Campaign Forum will be made available between noon ET September 20, 2018 and noon ET September 27, 2018.
- 11.3 Candidates are free to choose which questions they will answer.
- 11.4 Questions and answers will be posted as they are received.
- 11.5 CIRA reserves the right to remove any questions or answers or part thereof, including links to any website, which do not identify the person submitting the question or answer, or which in, CIRA's opinion, and its sole and absolute discretion:
- (i) contains abusive language, personal attacks, threats directed to a particular person, or commercial solicitations;
 - (ii) may defame any person, contravene any applicable law, infringes CIRA's trademarks or any of CIRA's other proprietary rights, or contains any material which the general public may find offensive; and/or
 - (iii) are otherwise objectionable to CIRA.
- 11.6 If CIRA removes a question or answer for the reasons described in Rule 11.5, CIRA shall notify the person who submitted the question or answer of its decision by email as quickly as possible.
- 11.7 Questions should be kept as brief as possible.
- 11.8 These Election Rules are not intended to restrict any other lawful campaign activity in which a Nomination Committee Nominee or Candidate, or a Member Nominee or Candidate wishes to independently engage.
- 11.9 Prohibited Activities
- Nominees and Candidates shall not:
- a) directly or indirectly offer a bribe to influence a Member to vote or refrain from voting for a particular candidate
 - b) by intimidation or duress, compel a Member to vote or refrain from voting for a particular candidate.
- Any Nominee or Candidate found to have engaged in any of the above activities shall be removed from the Nomination Committee Slate or the Members' Slate with no further participation in the Election.

12. Voting

- 12.1 The order in which the names of the Candidates will appear on the ballot will be random. Candidates will be linked to their information statements.
- 12.2 There is no limit to the number of Member Candidates who may be placed on the ballot.
- 12.3 A Member may vote at any time between 12:30 p.m. ET September 27, 2018 and 12:30 p.m. ET October 4, 2018.
- 12.4 Once cast, Members cannot change their votes.
- 12.5 If voting is interrupted during the voting stage for any reason outside CIRA's reasonable control and the Returning Officer is satisfied that, if the voting stage is not extended, there is a likelihood that a significant number of Members who wish to vote will not be able to vote or the interruption will have a material effect on the results of the Election of Directors, the Returning Officer may extend the voting period or any other period of time related to the Election of Directors, as she considers necessary to give those Members a reasonable opportunity to vote.

13. Election results

- 13.1 The three (3) Nomination Committee seats to be filled at the Election of Directors shall be filled by the Nomination Committee Candidates who receive the greatest number of votes. In the event of a tie, the matter shall be settled by a random draw of names of the Candidates so tied, under the supervision of the Returning Officer. The Candidate whose name is drawn first shall be deemed to have received the highest number of votes, the Candidate whose name is drawn second shall be deemed to have received the second highest number of votes and so on.
- 13.2 The one (1) Member Director seat to be filled at the Election of Directors shall be filled by the Member Candidate who receives the greatest number of votes. In the event of a tie, the matter shall be settled by a random draw of names of the Candidates so tied, under the supervision of the Returning Officer. The Candidate whose name is first drawn shall be deemed to have received the highest number of votes, the Candidate whose name is drawn second shall be deemed to have received the second highest number of votes and so on.
- 13.3 All Directors elected this year will serve a term of three (3) years.
- 13.4 The election of any Director is null and void if the individual is not qualified to be a Director on September 27, 2018. The vacant position(s) will be filled by the person(s) who receives the next greatest number of votes and so on until all available positions are filled.
- 13.5 CIRA will make every reasonable effort to post the election results on the CIRA website and notify, by email, all Candidates on or before October 9, 2018. The results will

include the names of all Candidates, appearing on the ballot and the number of votes each Candidate received.

14. Monitoring the Election Process

- 14.1 The Election of Directors will be monitored by the Returning Officer for deviations from CIRA By-law No. 1, the Policy on Nominations and Elections or these Election Rules that could materially affect the election results.
- 14.2 The Returning Officer shall have the powers set out in the Terms of Reference for the Returning Officer (Schedule “B” to the Policy on Nomination and Elections), including disqualifying nominations of Member Nominees, Shows of Support, votes, and Nomination Committee Nominees and Member Nominees from being considered for Director positions, if they contravene the Policy on Membership or other Registry PRP.
- 14.3 The Returning Officer will have access to all necessary information to review the reliability and integrity of the election process.
- 14.4 The Returning Officer will report to CIRA’s CEO, who shall report to the Board any deviations from CIRA By-law No. 1, the Policy on Nominations and Elections or these Election Rules that could materially affect the election results as soon as they are discovered.

Schedule “B”

TERMS OF REFERENCE FOR THE RETURNING OFFICER

1. The Returning Officer will monitor the process of the Election of Directors, including monitoring for deviations from the Corporation’s By-laws and/or Policy on Nominations and Elections (including the Election Rules) that could materially affect the election results (“Material Deviations”). The Returning Officer shall carry out her duties with the assistance of the Corporation’s staff, and if appropriate, a person appointed by the Board with such qualifications as the Board may determine.
2. The Returning Officer shall be responsible for determining whether any conflict of interest exists between any Nomination Committee Candidate and/or any Member Nominee and:
 - a) The Corporation as set out in the Corporation’s Policy on Conflicts of Interest;
 - b) Any Director; and/or
 - c) Any other Nomination Committee Candidate or Member Nomineewhich interferes, or is likely to interfere with their capacity to fully and freely perform their duties as a Director, (all subject to the provisions and procedures of the Corporation’s Directors’ Code of Conduct and Policy on Conflicts of Interest and Financial Associations) including, without limitation, their fiduciary obligations.
3. The Returning Officer shall also be responsible for determining whether any Financial Association exists between any Nomination Committee Candidate and/or any Member Nominee and any Director and between:
 - (a) two (2) or more Nomination Committee Candidates;
 - (b) two (2) or more Members’ Nominees; or
 - (c) one (1) or more Nomination Committee Candidates and one (1) or more Members’ Nominees.
4. The Returning Officer shall have such authority and shall perform such other duties as may be prescribed by resolution of the Board, the By-laws and the Corporation’s Policy on Nominations and Elections (including the Election Rules). The Returning Officer shall also perform such other duties that are incidental to the duties expressly assigned to her and that are related to the Election of Directors.
5. The Returning Officer may extend any period of time related to the Election of Directors, including the Election Period, if she is satisfied that the results of the Election of Directors will be materially affected if the period of time is not extended.
6. The Returning Officer shall review and approve the elections software.

7. The Returning Officer and her designates will unlock the ballot box.
8. The Returning Officer will verify the results of the Election of Directors.
9. The Returning Officer will have the discretion to disqualify Nomination Committee Nominees and Members' Nominees from being considered for Director positions, if they contravene Registry PRP or CIRA's By-Law No. 1.
10. The Returning Officer will monitor the Campaign Forum.
11. If at any time during the voting stage or prior to the results of the Election of Directors being posted, the Returning Officer forms the view, acting reasonably, that a Material Deviation has occurred, the Returning Officer will have the authority to determine how those Material Deviations should be dealt with, including but not limited to the disqualification of candidates and/or the cancellation of that Election of Directors.
12. Absent extraordinary circumstances, the Returning Officer shall report the results of the Election of Directors to CIRA's CEO within twenty-four (24) hours following the close of the voting period.
13. In the event the Election of Directors is cancelled by the Board in accordance with section 11 hereof, the Returning Officer shall, within twenty-four (24) hours of the Board's decision, post on CIRA's website a notice stating that the Election of Directors has been cancelled and what the dates are for the new Election of Directors. Such notice shall also be sent by email to all Candidates and to the email address for each Member and Member representative.
14. The Returning Officer will submit to Corporation staff, no later than twenty (20) days following the end of the Election Period, a comprehensive report documenting that year's Election of Directors (including any Material Deviations that occurred during the Election of Directors) as well as any recommendations for future elections. The Returning Officer's report will be tabled unedited "as is" at the first meeting of the Board of Directors following the Election of Directors. The Board may also request that the Returning Officer present her findings in person at a meeting of the Board.
15. The Returning Officer will be responsible for responding to inquiries from Members and the public relating to the Election of Directors in a timely manner. The Returning Officer may, at her discretion direct the Corporation's staff, to respond to inquiries as she deems appropriate.
16. During the Election of Directors, the Returning Officer will respond to phone calls and emails from the Corporation staff in a timely manner.
17. The Returning Officer may, at her discretion, request a meeting with the Board of Directors at any time during her term.
18. The Corporation's Policy on Conflicts of Interest and Financial Associations applies to the Returning Officer and she shall comply therewith. The Returning Officer shall

disclose to the Board, prior to her appointment and on an ongoing basis, any Conflict of Interest, Financial Association or affiliation that she may have with any Director, Members' Candidate and Nomination Committee Candidate.

19. The term of office of the Returning Officer will commence on a date to be determined by the Board and end after the Board has received the Returning Officer's report or on such other date as determined by the Board.
20. The Returning Officer will agree to have her name, photograph, biography, and email address posted on the Corporation's website.
21. Each year the Board shall fix the remuneration of the Returning Officer prior to the commencement of the Returning Officer's term.

SCHEDULE "C"

NOMINATION COMMITTEE MEMBER CONFLICT OF INTEREST AND CONFIDENTIALITY DECLARATION

Except as qualified herein:

1. () I have read, understand, and agree to comply with the Corporation's Policy on Nominations and Elections and all other by-laws, policies, rules and regulations of the Corporation in effect from time to time that are applicable to me.
2. () Neither I nor any immediate family member of mine nor any immediate family member of my partner is presently engaged in, nor will I or any immediate family member of mine or of my partner's engage in, any activity which would be in conflict with or would be a violation of the Policy on Nominations and Elections or which would constitute a Nomination Committee Conflict of Interest or a Prohibited Financial Association thereunder.
3. () I shall conduct myself in a spirit of collegiality and respect for the collective decisions of the Nomination Committee and subordinate my personal interests to the best interests of the Corporation.
4. () I shall immediately declare to the Returning Officer any Nomination Committee Conflict of Interest or Prohibited Financial Association that may come to my attention.
5. () I shall exercise my responsibilities as a Member of the Nomination Committee in good faith and in the best interests of the Corporation and shall exercise these responsibilities at all times with due diligence, care and skill in a reasonable and prudent manner.
6. () I shall keep confidential all information that I learn about the Corporation's personnel, all personal information of other individuals, and any other matter specifically determined by the Board to be a matter of confidence.
7. () I shall immediately resign my position as a Member of the Nomination Committee in the event that I or my colleagues on the Nomination Committee and the Returning Officer have concluded that I have breached this Declaration.
8. () I understand that a violation by me of the Policy on Nominations and Elections or of this Declaration may constitute grounds for my removal from the Nomination Committee.
9. () I am not aware of any violations of the Policy on Nominations and Elections.

I have not initialled all of the above for the reasons set out below. I have also listed below any known violations of the Policy on Nominations and Elections or areas of actual or potential Nomination Committee Conflicts of Interest or Prohibited Financial Associations.

I understand that I must immediately update this Declaration at any time circumstances may arise which would make this continuing declaration incorrect or untrue, and I agree to do so.

Dated this ____ day of _____, 201__ at _____ (location).

Signature: _____

Name (print): _____